

**HIGH LINER FOODS INCORPORATED**  
**DIRECTOR SELECTION CRITERIA**

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**PRINCIPLES**

A board composed of directors with an appropriate mix of skills, knowledge and experience in business best serves the shareholders of High Liner Foods Incorporated (the “Company”). These criteria are meant to guide the selection of candidates for nomination to the Board of Directors, it being understood that no one individual will likely possess every competency or attribute specified. The Nominating Committee should consider new nominees in light of the overall composition of the Board and the need to appropriately staff committees of the Board, aiming to fill any identified gaps or adding desirable expertise or qualities not currently represented on the Board.

The nomination process will:

- (a) comply with all laws, regulations and listing requirements to which the Company is subject, including
  - (i) the majority of the Board shall be composed of Directors who are unrelated and independent; and, (ii) members of the Audit Committee, Nominating Committee and majority of the Human Resources & Corporate Governance Committee must be independent; and,
- (b) pursue the objectives of the Diversity Policy.

**CRITERIA**

1. A core competency in one or more of the following areas:
  - (a) Business acumen
  - (b) Experience in functional areas of importance to the Company: marketing, manufacturing, logistics, mergers and acquisitions, public company governance
  - (c) Food industry knowledge
  - (d) A track record of successful business growth in a leadership position
  - (e) Financial management and literacy.
  
2. A demonstrable personal commitment to the Company by:
  - (a) Devoting sufficient time and resources to his or her duties as a Board Member
  - (b) Owning shares of the Company's common stock at all times in such amounts as determined from time to time by the Board
  - (c) Maintenance of an awareness of and perspectives on relevant current business and industry issues
  - (d) Participating openly and fully in Board and Committee deliberations.
  
3. As many of the following personal attributes as possible:
  - (a) High ethics and integrity
  - (b) Business acumen
  - (c) A team player
  - (d) Leadership
  - (e) High performance standards
  - (f) Independence
  - (g) Availability and commitment
  - (h) Courteous, collegial, and personable
  - (i) Willing to contribute perspective to a business issue
  - (j) Prepared
  - (k) Recognized business or community achievements.